

**EXHIBIT G**

**Unanimous Written Consent of the Shareholders of Marin Software Incorporated**

**UNANIMOUS WRITTEN CONSENT  
OF THE  
SHAREHOLDERS  
OF  
MARIN SOFTWARE INCORPORATED**

\_\_\_\_\_, 2025

Kaxxa Holdings, Inc., a Delaware corporation ("Kaxxa"), and YYYYYY, LLC, a Delaware limited liability company ("5Y") being all of the shareholders of Marin Software Incorporated, a Delaware corporation (the "Company"), do hereby waive any and all requirements for the holding of a meeting of the shareholders, including, without limitation, any requirements as to notice thereof, and do hereby consent to the following resolutions by written consent in accordance with the Delaware General Corporation Laws ("DGCL") and the Amended and Restated Bylaws of the Company (the "By-Laws"):

**WHEREAS**, the Company filed a voluntary petition for relief in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), commencing voluntary proceeding Case No. 25-11263-LSS (the "Bankruptcy Case") pursuant to Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code") on July 1, 2025;

**WHEREAS**, as part of the Bankruptcy Case, the Company has filed a plan of reorganization (as the same may be amended, modified or supplemented from time to time in accordance with the provisions hereof and thereof, the "Plan") which has been approved by the Bankruptcy Court;

**WHEREAS**, the Bankruptcy Court has entered an order confirming the Plan and on the effective date of the Plan (the "Effective Date"), Kaxxa was issued 40% of shares of the Company and 5Y was issued the remaining 60% of shares of the Company;

**WHEREAS**, as contemplated by Section 14.2 of the Plan, each member of the board of directors of the Company existing immediately before the Effective Date shall be deemed terminated and/or removed without cause effective immediately prior to the Effective Date and Kaxxa and 5Y may nominate and elect new members for the board of directors of the Company in accordance with the Company's certificate of incorporation, bylaws, and any other applicable organizational documents; and

**WHEREAS**, Kaxxa and 5Y, being all of the shareholders of the Company, hereby find that it is advisable and in the best interests of the Company to appoint new directors.

**NOW THEREFORE, BE IT RESOLVED**, that each member of the board of directors of the Company existing immediately before the Effective Date shall be deemed terminated and/or removed without cause effective immediately upon the Effective Date;

**FURTHER RESOLVED**, that the size of the board of directors is fixed at one (1), and that Andrew S. Price is hereby appointed to serve as the sole director of the Company (the “Director”) and to serve in accordance with the By-Laws, as they may be amended from time to time, until his successor is elected or qualified or until his earlier resignation or removal; and

**FURTHER RESOLVED**, that this Unanimous Shareholder Consent shall be delivered to the officer or agent having custody of the books in which proceedings of meetings of the stockholders of the Company are kept.

**IN WITNESS WHEREOF**, the undersigned, being all of the shareholders of the Company, hereby consent to, approve and adopt the foregoing actions as on the date first indicated above.

**KAXXA HOLDINGS, INC.**

By: \_\_\_\_\_  
Name: Andrew S. Price  
Title: Chief Financial Officer

**YYYYY, LLC**

By: \_\_\_\_\_  
Name: Andrew S. Price  
Title: Chief Financial Officer